

STATE OF ILLINOIS
ILLINOIS COMMERCE DIVISION

| | | |
|--|---|---------|
| Commonwealth Edison Company |) | |
| |) | |
| In the Matter of the Informational Statement |) | |
| filed pursuant to Section 6-102(d) of the Public |) | |
| Utilities Act for authority (1) to enter into one |) | |
| or more loan agreements with one or more |) | |
| banks or other lending institutions or authorities |) | |
| and to incur loans thereunder, (2) to issue and |) | |
| sell First Mortgage Bonds in one or more series, |) | 01-0642 |
| and (3) to issue and sell notes in one or more |) | |
| series, all in aggregate outstanding principal |) | |
| amount not to exceed \$2,000,000,000, which |) | |
| will be used for purposes of refunding, |) | |
| redeeming or refinancing outstanding issues of |) | |
| stock, bonds, notes or other evidences of |) | |
| indebtedness and paying costs associated with |) | |
| such refunding, redeeming or refinancing. |) | |

SPECIAL REPORT

To the ILLINOIS COMMERCE COMMISSION:

Commonwealth Edison Company (the “*Company*”) hereby makes its Special Report with reference to the Order of the Commission dated October 24, 2001 in the above-entitled cause. The Order authorizes the Company, among other things, to issue and sell First Mortgage Bonds under the provisions of its Mortgage dated July 1, 1923, as amended and supplemented (the “*Mortgage*”), upon the terms and conditions, and for the purposes, set forth in the Order.

On March 13, 2002, the Company entered into a Purchase Agreement with Barclays Capital Inc. and First Union Securities, Inc., as representatives of the several Initial Purchasers (the “*Initial Purchasers*”) named in Schedule I thereto. A copy of that Purchase Agreement, as executed, is attached hereto as Exhibit A. The Purchase Agreement provides for the issuance and sale to the Initial Purchasers, on the basis of the terms and provisions relating to the sale set forth therein, of an additional \$200,000,000 aggregate principal amount of the Company’s First Mortgage 6.15% Bonds, Series 98 under the provisions of the Mortgage. The First Mortgage Bonds have the following terms:

| | |
|-----------------------|--|
| Designation | First Mortgage 6.15% Bonds, Series 98 |
| Principal Amount | \$200,000,000 |
| Maturity Date | March 15, 2012 |
| Interest Rate | 6.15% per annum payable semi-annually on March 15 and September 15, commencing September 15, 2002 |
| Redemption Provisions | Callable at any time by the Company at a price equal to greater of (i) 100% of the principal amount of the Series 98 Bonds to be redeemed, plus accrued interest to the redemption date, or (ii) the discounted present value of the remaining scheduled payments of principal and interest on the Series 98 Bonds to be redeemed (as provided in the Supplemental Indenture), plus accrued interest to the redemption date. |
| Price to Public | 102.139% of the principal amount |
| Proceeds to Company | 101.489% of the principal amount |

Attached hereto as Exhibit B are copies of (i) the Supplemental Indenture dated as of March 1, 2002 from the Company to BNY Midwest Trust Company, as trustee, and D. G. Donovan, as co-trustee, as executed, which sets forth the terms of the Series 98 Bonds, and (ii) the Supplemental Indenture dated as of June 1, 2002 from the Company to BNY Midwest Trust Company, as trustee, and D. G. Donovan, as co-trustee, as executed, which provides notice of the issuance of the additional Series 98 Bonds. Reference is made to the Supplemental Indenture dated as of

March 1, 2002 for a more complete description of the terms and provisions of the Series 98 Bonds.

Prior to the issuance reported in this Special Report, there was issued and outstanding \$400,000,000 aggregate principal amount of the Series 98 Bonds. Those bonds were issued on March 13, 2002, as reported in a Special Report filed in this Docket on April 12, 2002. The Series 98 Bonds issued on March 13, 2002, and the Series 98 Bonds described in this Special Report are identical in all respects. Following the issuance reported in this Special Report, there will be \$600,000,000 aggregate principal amount of Series 98 Bonds outstanding.

The net proceeds from the sale of the \$200,000,000 aggregate principal amount of Series 98 Bonds described in this Special Report will be applied in accordance with the Order in Docket No. 01-0642.

[signature page follows]

Dated at Chicago, Illinois, this 18th day of June, 2002.

COMMONWEALTH EDISON COMPANY

By: Charles Walls
Assistant Treasurer

STATE OF ILLINOIS)
)
COUNTY OF COOK) SS

Charles S. Walls, first being duly sworn, on oath deposes and states that he is Assistant Treasurer of Commonwealth Edison Company; that he has read the foregoing report by him subscribed and knows the contents thereof; and that said contents are true in substance and in fact.

Charles Walls

SUBSCRIBED and sworn to before
me this 18th day of June, 2002.

Lupe Luna
Notary Public

